Further Affiant sayeth not.

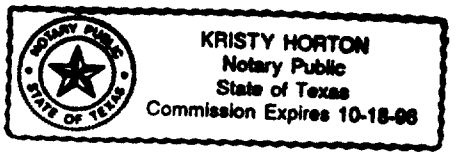
Kenneth M. Corcoran

Sworn and subscribed to
before me this 8th day of September 1994

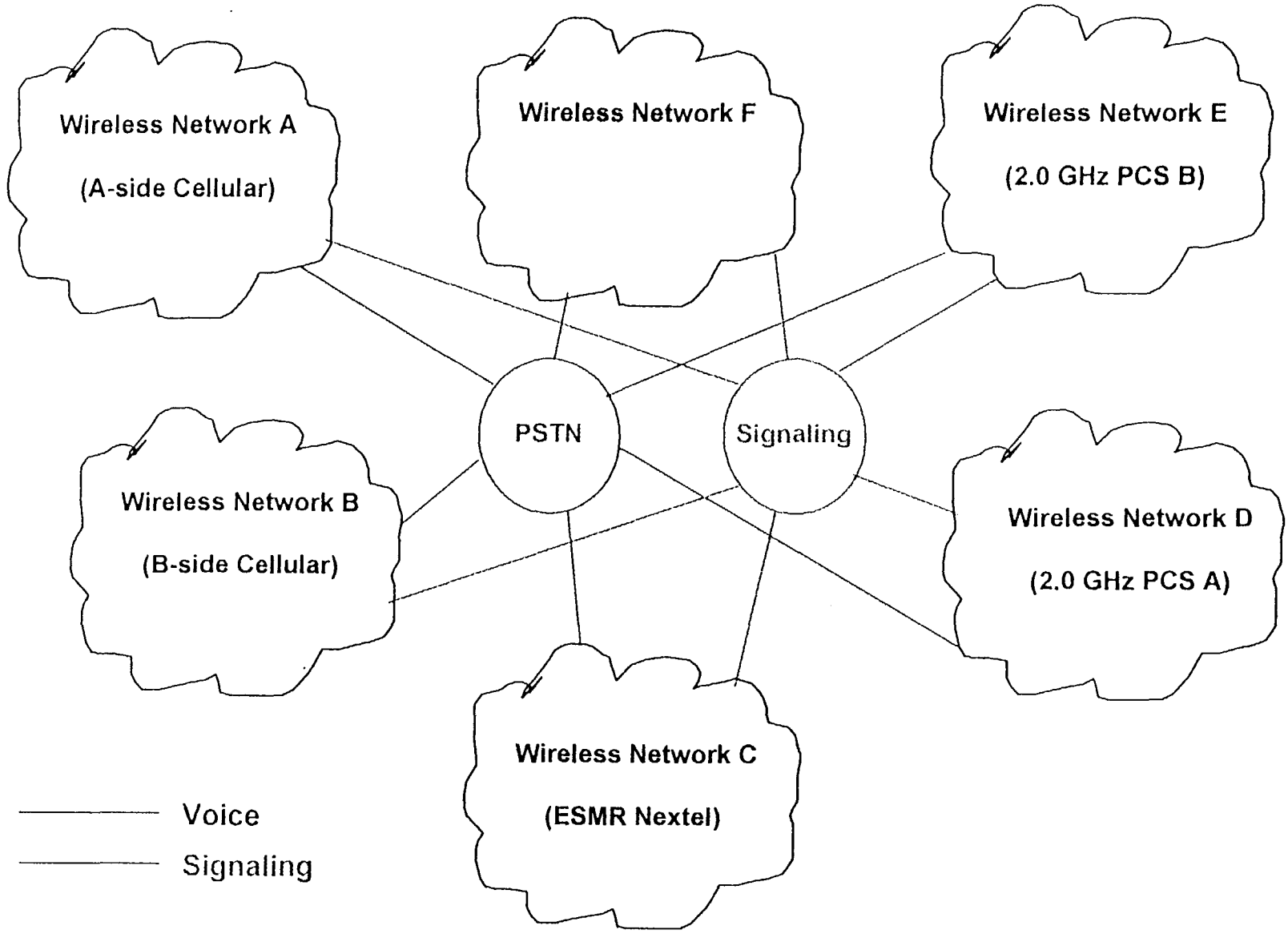
Kristy Horton
Notary Public

My Commission expires on: 10-18-96

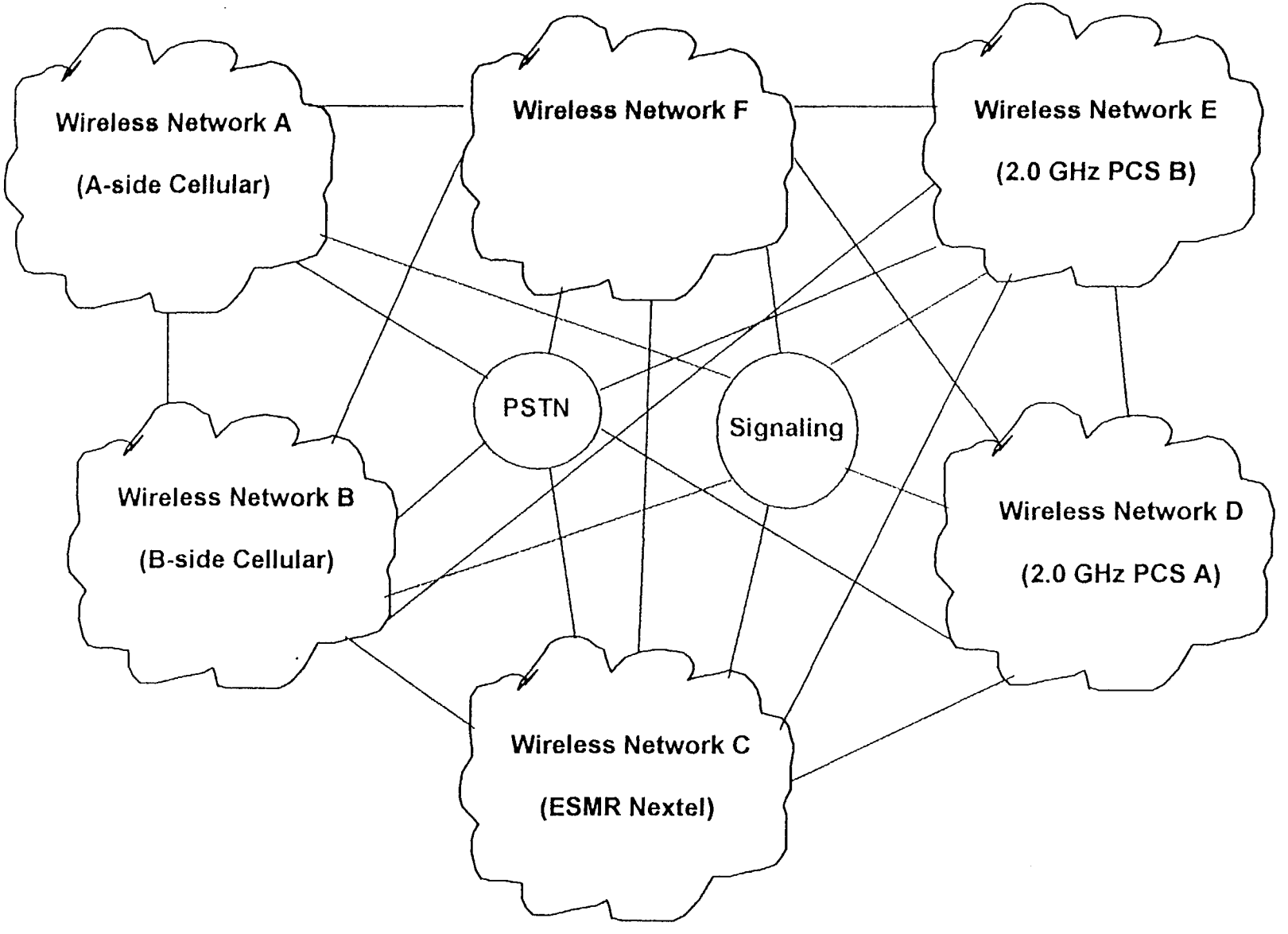
:\kcaffidavit.doc



Wireless Network Interconnection
Mandatory PSTN and Signaling Backbone Access



Wireless Network Interconnection
Mandatory Access between All Providers



STATE OF TEXAS)
)
COUNTY OF COLLIN)

AFFIDAVIT OF JOHN T. STUPKA

John T. Stupka, being duly sworn, deposes and says:

1. My name is John T. Stupka. I am President and Chief Executive Officer of Southwestern Bell Mobile Systems, Inc. ("SBMS"), which is headquartered in Dallas, Texas. SBMS provides cellular telephone service to over 1.8 million customers throughout the United States.

2. I began my career with Southwestern Bell Telephone Company in 1974. In 1983, I was appointed Vice-President-Network for AT&T Advanced Mobile Phone Service (AMPS). At divestiture, the southwest region of AMPS became a wholly-owned subsidiary of Southwestern Bell Corporation known as Southwestern Bell Mobile Systems, Inc. In December, 1984, I became Executive Vice President-Network where I was responsible for all of SBMS' network and engineering activities. In November 1985, I became President and Chief Executive Officer of SBMS where I am responsible for the operation of twenty-eight metropolitan cellular markets in addition to markets in twenty-six rural service areas. In addition, since 1985, I have chaired the Technology Committee for the Cellular Telecommunications Industry Association (CTIA) which has been instrumental in fostering the development of intersystem standards. I have extensive knowledge and experience in operating cellular networks.

3. I am submitting this Affidavit in response to statements made by American Telephone and Telegraph Company ("AT&T") in its pleading styled, AT&T Supplemental Opposition to RBOC's Motion to Exempt Wireless Service From Section II of the Decree and the Comments of MCI Communications Corporation ("MCI") filed in the same matter.

Introduction

4. In its Opposition, AT&T and MCI raise certain factual points which I wish to address. In particular, I want to address the following positions taken by AT&T and MCI:

a. That the RBOCs control bottleneck access monopolies that connect cellular systems to interexchange carriers' pops (AT&T Comments at page 7.), and that the model equal access plan submitted by the RBOCs would permit RBOC-affiliated cellular companies to provide long distance service without incurring access charges which would be incurred by interexchange carriers (AT&T Comments at page 10);

b. That there are common costs between the RBOC's landline exchange access facilities and potential long distance operations of RBOC-affiliated cellular companies which would allow the RBOC landline companies to favor their cellular affiliates' long distance operations in the pricing of access facilities (AT&T Comments at pages 7 and 8 and footnote 10);

c. That there is no distinction between a wireless switch and a landline switch (AT&T Comments at pages 13 and 14); and

d. That Personal Communications Services ("PCS") are not defined and somehow constitute a service different from cellular (MCI Comments at page 3).

5. SBMS has on file with the Federal Communications Commission ("FCC") an Access Service Tariff which deals with how interexchange carriers will interconnect to the SBMS cellular network. Section 4 of SBMS' Tariff (see Attachment A) details the manner in which an interexchange carrier will obtain access to the SBMS cellular network. SBMS offers interexchange carriers the choice of meeting SBMS at an access tandem or by bringing their facilities directly to the SBMS wireless switch. If an interexchange carrier avails itself of the opportunity to interconnect directly to the SBMS switch, then that interexchange carrier avoids paying any local exchange carrier in the area access charges on traffic delivered to or originated by the cellular customers.

6. A number of interexchange carriers, including AT&T, currently avail themselves of the opportunity to direct connect to the wireless switch operated by SBMS. AT&T direct connects to SBMS' wireless switch in Boston and Washington/Baltimore. Sprint direct connects to SBMS' wireless switches in Dallas, San Antonio, Kansas City and St. Louis. MCI direct connects to SBMS' wireless switche in Boston and Washington/Baltimore. In each instance,

AT&T, Sprint and MCI avoid paying landline interconnection charges by bypassing the local exchange carrier's access tandem and delivering traffic directly to SBMS' wireless switch. To say that the LEC does not have a bottleneck on wireless interLATA traffic today is not only theoretically correct, but is also factually correct.

7. The Model Equal Access Plan with the proposed order submitted by the Regional Bell Companies would require their cellular operators to continue to offer unaffiliated interexchange carriers the opportunity to interconnect with the Bell Company's wireless switch either by access tandem or by direct connection. As a result, any unaffiliated interexchange carrier could interconnect its facilities directly to SBMS' wireless switch and completely avoid any asserted bottleneck access monopoly facility.

8. If SBMS obtains a waiver to provide interexchange services on an equal access basis such as proposed in this pending waiver, SBMS' interexchange operations would be given the same interconnection options as are given to other unaffiliated interexchange carriers in SBMS' FCC Tariff. SBMS' cellular network is totally separate from the local exchange carrier's network and must be interconnected to that network on exactly the same terms and conditions as SBMS' cellular competitor. This is particularly important to SBMS since a majority of SBMS' pops and customers are in markets where SBMS is the nonwireline operator and, therefore, interconnects with a totally unaffiliated local exchange carrier.

9. Regardless of whether SBMS operates in a market where the local exchange facilities are provided by an affiliated or unaffiliated local exchange carrier, SBMS does not share facilities with the local exchange carrier. Access arrangements are obtained under local exchange carrier tariffs filed with the relevant state regulatory commission. The public switched telephone network provided by the local exchange carrier is interconnected with SBMS' cellular network via trunks which are obtained under the terms of these tariffs. There are no common facilities between these networks.

10. AT&T's assertion that there is no distinction between a wireless switch and a landline switch is totally incorrect. While the switches themselves contain common hardware components, the intelligence of the wireless switch and the landline switch are vastly different. A LEC switch has a "line side" which creates dedicated terminations for each subscriber associated with the end office. Due to the immobility of the LEC's customers, the LEC switch always knows where to terminate a call directed to that LEC customer. The reverse is always true for calls originated by a LEC customer. Since the LEC's generally offer flat rate service, the LEC switch does not record time of usage for billing purposes.

The wireless switch operates much differently. Wireless customers are mobile and no dedicated trunk or radio channel does or even could exist for each wireless customer. In each case, no specific termination exists for any subscriber. Rather, as information is presented to the switch as to the desires of the

calling party, a voice path is established to allow for the subscriber's request of routing to be honored. In addition, the wireless service is offered on a measured, as opposed to a flat rate, basis. This requires the wireless switch to record usage data for billing purposes.

11. In the landline environment, when a call is completed to the called party and the telephone company recognizes that answer supervision has occurred, the involvement of the landline switch in that call is ended. When a wireless call is completed to the calling party, the monitoring efforts of the wireless switch are just beginning. Throughout the duration of the call the wireless switch must monitor the relative strength of neighboring cell sites and the mobile unit to determine whether an appropriate signal strength exists. If at any time it is determined that the signal strength is less than required for the desired level of service, then the mobile switch must send out a message to neighboring cell sites to measure the strength of their signals to the mobile whose call is being monitored. The mobile switch must then determine which cell site provides the strongest signal, tell that cell site to establish a voice channel on a particular frequency, notify the mobile of the frequency which the adjacent cell site has been instructed to open, direct the mobile to change frequencies, direct the appropriate cell site to open the voice path and continue the call, and thereby allow a call to be handed off from cell site to cell site. This process continues throughout a mobile call. The

switches used in a landline network do not have the intelligence to fulfill these functions.

12. The assertion in page 14 of AT&T's Comments to the effect that there is no such thing as a wireless switch and that the same switches provide wireline and wireless services is intentionally misleading. As a manufacturer of all types of switches, AT&T knows that they all utilize an intelligent processor to evaluate the users' requests and some sort of "switching fabric or grid" (be it trunk to trunk, line to line, line to trunk, etc.) for request fulfillment. While the processor might be the same type, the instructions are completely different and the "switching fabric" is unique. I could not take the instructions from my wireless switch and load them into a LEC switch and provide landline service. NASA and your local bank may both have IBM computers, but very few people would say they have the same systems. AT&T's claims would require just such a misleading comparison.

13. MCI's assertion that PCS is somehow unique, undefined and totally different from cellular service is technically and factually incorrect. Personal Communications Service, as contemplated by the FCC is nothing more than cellular services offered on a different frequency. The PCS network will consist of a series of cells, admittedly, many of which may be low powered cell sites. These low powered cells will operate like microcells currently being utilized in cellular markets throughout the United States.

14. The PCS network will operate in a manner virtually identical to the cellular system. Each cell described in paragraph 13 above will reuse frequencies utilized by the PCS operator in other parts of that PCS system, will allow for handoffs from cell site to cell site and will require the same type of switching fabric utilized by cellular operators. At a recent CTIA Forum (held on October 28 and 29, 1993 in Dallas, Texas) presentations were given by every major wireless manufacturer in the world regarding their proposed PCS equipment. They all agreed that PCS simply offers more spectrum. All vendors, including the ones testing with MCI today (NTI and Qualcomm) recommended that PCS standards should simply be upbanded existing cellular standards (i.e., just change from 800 MHz to 1900 MHz). With this knowledge, it is difficult for MCI to assert that PCS is somehow special. In fact, AT&T is developing a number 5 ESS switch to be used in the wireless market. This switch is designed to be a platform upon which both a PCS and a cellular system can be built. In addition, AT&T currently has cell sites (called Series II cell site equipment) which can be utilized as a platform for analog cellular, digital cellular and digital PCS. As a result, the services offered by PCS operators will be the same or similar to cellular service and will utilize the same or similar wireless switching and cell site network equipment.

15. MCI has suggested that the BOC's wireless affiliates will not be able to offer cellular interexchange services more cheaply than the IXCs do, especially since "the BOCs would carry only

cellular traffic on their internal interLATA network and that interexchange competitors can achieve economies of scale by carrying all kinds of interexchange traffic. (MCI Opposition at 4.) I will acknowledge that interexchange carriers such as AT&T and MCI have an excessive profit margin which has not been shared with consumers. As a result, interexchange carriers can certainly reduce the prices of interexchange traffic offered to cellular customers. MCI is incorrect, however, in suggesting that SBMS could not offer interexchange traffic on a competitive basis, particularly on intercity routes with heavy mobile traffic.

16. For example, SBMS conducted a sample of mobile originated calls between its Dallas and Oklahoma City MSAs during the month of September of 1993. We then calculated the number of minutes of use during the busiest hour and determined that the total number of minutes of use in the busy hour would only require SBMS to obtain a single DS1 facility from an interexchange carrier. SBMS could obtain this circuit for a one time capital cost of $2,000.00 and a $3,200.00 per month flat rate lease payment. In many cases, including this example, a leased facility is already in place to handle the messaging necessary for interesystem handoff and IS-41 call delivery. As such, any usage associated with this voice traffic would be carried over an already existing facility. This would be true in many instances where the need for market to market connectivity already exists for intersystem operations.

17. SBMS then multiplied the total number of minutes of use in a month between these markets by AT&T's current retail rates.

SBMS determined that the number of minutes of mobile originated long distance traffic between Dallas and Oklahoma City would, at AT&T's retail rates, generate revenue of $30,440.40, for a profit margin of nearly 90%. This is but one example of where SBMS could significantly reduce the cost of long distance service to its customers if this waiver were granted.

John T. Stupka

Subscribed and sworn to before me this 11th day of November, 1993.

Notary Public

KRISTY HORTON
Notary Public
State of Texas
Commission Expires 10-18-95

SECTION 4 - INTERCONNECTION

4.1 GENERAL

4.1.1 Carrier may interconnect with Company for the purposes of serving Company's customers interLATA telecommunications services requirements either by a) local exchange carrier access tandem connection or b) direct connection.

4.2 LOCAL EXCHANGE CARRIER ACCESS TANDEM CONNECTION

4.2.1 Subject to the terms of paragraph 2.1.8, Company will provide to Carrier industry standard FGD signalling, protocol, transmission, and testing.

Wayne Watts
Vice President-General Attorney & Secretary
17330 Preston Road, Suite 100A
Dallas, TX 75252

SECTION 4 - INTERCONNECTION (Cont'd)

4.2 LOCAL EXCHANGE CARRIER ACCESS TANDEM CONNECTION (Cont'd)

4.2.2 Subject to the terms of paragraph 2.1.8., Company will make arrangements with the local exchange carrier to provide the necessary Type II trunks to the local exchange carrier access tandem to serve Carrier's requirements and provide for industry standard equal access grade of service.

4.2.3 Carrier is responsible for the necessary trunks from its location to the local exchange carrier access tandem. These trunks must be in place thirty (30) business days prior to service to provide for transmission testing.

4.2.4 Carrier is responsible for any applicable local exchange carrier switched access rate charges and any Company switched access rate usage charges as outlined in Section 6 - Rates and Charges.

4.3 DIRECT CONNECTION

4.3.1 Company will provide to Carrier industry standard FGD signalling, protocol, transmission, and testing.

4.3.2 Carrier is responsible for the full provision and cost of the direct connect trunk groups between Carrier's location and the Company equal access location. Carrier may order these facilities from the local exchange carrier's special access tariff, a third party vendor, or provide wholly owned facilities. These direct connect facilities must be in place thirty (30) business days prior to service to provide for transmission testing.

4.3.3 Carrier is responsible for any applicable Company Switched Access rate charges as described in Section 6 - Rates and Charges.

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END